



LexisNexis
Document Solutions

21550-D
RECORDATION NO. 21550-D FILED
MAY 2 2003 1:00 PM
SURFACE TRANSPORTATION BOARD



May 1, 2003

Barbara Sadler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 13, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **BC RAIL PARTNERSHIP**
221 W. Esplanade, N. Vancouver, BC V7M3J1

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BC RAIL PARTNERSHIP** covering 150 lumber flat cars with reporting marks and numbers – BCOL 873000 – BCOL 873149, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #21550 dated 8/6/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13TH day of MARCH, 2003, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BC RAIL PARTNERSHIP, a British Columbia Partnership, with an address at 221 W. Esplanade, , N. Vancouver, BC V7M3J1 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 16, 1998 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 6, 1998 as recordation number 21550.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: *Richard Latini*
Name: Richard Latini
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BC RAIL PARTNERSHIP

By: *Peter M. Ballachey*
Name: PETER M. BALLACHEY
Title: VP FINANCE & CFO

RECORDED 21550-1 FILED
MAY 02 '03 1:06 PM
SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

150 73' centerbeam lumber flat car

1	BCOL	873000	53	BCOL	873052	105	BCOL	873104
2	BCOL	873001	54	BCOL	873053	106	BCOL	873105
3	BCOL	873002	55	BCOL	873054	107	BCOL	873106
4	BCOL	873003	56	BCOL	873055	108	BCOL	873107
5	BCOL	873004	57	BCOL	873056	109	BCOL	873108
6	BCOL	873005	58	BCOL	873057	110	BCOL	873109
7	BCOL	873006	59	BCOL	873058	111	BCOL	873110
8	BCOL	873007	60	BCOL	873059	112	BCOL	873111
9	BCOL	873008	61	BCOL	873060	113	BCOL	873112
10	BCOL	873009	62	BCOL	873061	114	BCOL	873113
11	BCOL	873010	63	BCOL	873062	115	BCOL	873114
12	BCOL	873011	64	BCOL	873063	116	BCOL	873115
13	BCOL	873012	65	BCOL	873064	117	BCOL	873116
14	BCOL	873013	66	BCOL	873065	118	BCOL	873117
15	BCOL	873014	67	BCOL	873066	119	BCOL	873118
16	BCOL	873015	68	BCOL	873067	120	BCOL	873119
17	BCOL	873016	69	BCOL	873068	121	BCOL	873120
18	BCOL	873017	70	BCOL	873069	122	BCOL	873121
19	BCOL	873018	71	BCOL	873070	123	BCOL	873122
20	BCOL	873019	72	BCOL	873071	124	BCOL	873123
21	BCOL	873020	73	BCOL	873072	125	BCOL	873124
22	BCOL	873021	74	BCOL	873073	126	BCOL	873125
23	BCOL	873022	75	BCOL	873074	127	BCOL	873126
24	BCOL	873023	76	BCOL	873075	128	BCOL	873127
25	BCOL	873024	77	BCOL	873076	129	BCOL	873128
26	BCOL	873025	78	BCOL	873077	130	BCOL	873129
27	BCOL	873026	79	BCOL	873078	131	BCOL	873130
28	BCOL	873027	80	BCOL	873079	132	BCOL	873131
29	BCOL	873028	81	BCOL	873080	133	BCOL	873132
30	BCOL	873029	82	BCOL	873081	134	BCOL	873133
31	BCOL	873030	83	BCOL	873082	135	BCOL	873134
32	BCOL	873031	84	BCOL	873083	136	BCOL	873135
33	BCOL	873032	85	BCOL	873084	137	BCOL	873136
34	BCOL	873033	86	BCOL	873085	138	BCOL	873137
35	BCOL	873034	87	BCOL	873086	139	BCOL	873138
36	BCOL	873035	88	BCOL	873087	140	BCOL	873139
37	BCOL	873036	89	BCOL	873088	141	BCOL	873140
38	BCOL	873037	90	BCOL	873089	142	BCOL	873141
39	BCOL	873038	91	BCOL	873090	143	BCOL	873142
40	BCOL	873039	92	BCOL	873091	144	BCOL	873143
41	BCOL	873040	93	BCOL	873092	145	BCOL	873144
42	BCOL	873041	94	BCOL	873093	146	BCOL	873145
43	BCOL	873042	95	BCOL	873094	147	BCOL	873146
44	BCOL	873043	96	BCOL	873095	148	BCOL	873147
45	BCOL	873044	97	BCOL	873096	149	BCOL	873148
46	BCOL	873045	98	BCOL	873097	150	BCOL	873149
47	BCOL	873046	99	BCOL	873098			
48	BCOL	873047	100	BCOL	873099			
49	BCOL	873048	101	BCOL	873100			
50	BCOL	873049	102	BCOL	873101			
51	BCOL	873050	103	BCOL	873102			
52	BCOL	873051	104	BCOL	873103			